



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

(Via email – sscaligiuri@daypitney.com)

April 11, 2016

Re: PHL VARIABLE INSURANCE COMPANY, PHOENIX LIFE AND ANNUITY COMPANY, and AMERICAN PHOENIX LIFE AND REINSURANCE COMPANY, (wholly owned subsidiaries of The Phoenix Companies, Inc.) by DAVERO MERGER SUB CORP.; NASSAU REINSURANCE GROUP HOLDINGS, L.P.; NASSAU REINSURANCE GROUP HOLDINGS GP, LLC; NASSAU HOLDINGS, L.P.; GGCOF EXECUTIVE CO-INVEST HOLDINGS LTD. (f/k/a NASSAU HOLDINGS, GP LTD.); GOLDEN GATE PRIVATE EQUITY, INC.; and DAVID C. DOMINIK. - Docket No. EX 15-150

Dear Attorney Caligiuri,

The Department acknowledges receipt of the Financial Industry Regulatory Authority filing in connection with the change of control of Phoenix. The Department hereby grants your request for confidential treatment of the document and will hold it in a non-public, confidential folder.

Sincerely,

A handwritten signature in blue ink that reads "Kristin M. Campanelli".

Kristin Campanelli

Counsel

Cc: Kathy Belfi – Connecticut Insurance Department
Joan Nakano – Connecticut Insurance Department
Jon Arsenault – Connecticut Insurance Department